

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	§	Chapter 11
	§	
W. R. GRACE & CO., et al.,	§	Case No. 01-01139 (JKF)
	§	
<i>Debtors.</i>	§	Jointly Administered
	§	
	§	Objection Deadline: 3/11/2013; 4:00 PM ET
	§	Hearing Date: 7/1/2013; 9:00 AM ET

**SEVENTEENTH QUARTERLY APPLICATION OF ALAN B. RICH, ESQ.
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS
AND HOLDERS OF DEMANDS FOR THE 47th QUARTERLY
PERIOD FROM OCTOBER 1, 2012 THROUGH DECEMBER 31, 2012**

TO THE HONORABLE JUDGE OF SAID COURT:

COMES NOW, Alan B. Rich, Esq., pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Interim Compensation Order"), the Amended Administrative Order under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Amended Interim Compensation Order") and Del. Bankr. LR 2016-2, and hereby applies for an order allowing him (i) compensation in the amount of \$48,370.00 for the reasonable and necessary legal services he has rendered to Judge Alexander M. Sanders, Jr., Legal Representative for Future Asbestos-Related Property

Damage Claimants and Holders of Demands, and (ii) reimbursement of actual and necessary expenses that he has incurred in the amount of \$369.28, for a total of \$48,739.28, or one hundred percent (100%) of all compensation and expense reimbursement requested for the period October 1, 2012 through December 31, 2012 (the "Quarterly Fee Application"), and in support of this Quarterly Fee Application, would respectfully show as follows:

I.

SUMMARY

Name of Applicant:	Alan B. Rich, Esq.
Authorized to Provide Services To:	Judge Alexander M. Sanders, Jr., Legal Representative for Future Asbestos- Related Property Damage Claimants and Holders of Demands
Date of Retention:	September 29, 2008 (<i>nunc pro tunc</i>)
Period for Which Compensation and Reimbursement is Sought:	October 1, 2012 to December 31, 2012
Amount of Fees Sought as Actual Reasonable and Necessary:	\$48,370.00
Amount of Expenses Sought as Actual, Reasonable and Necessary:	\$369.28
This is a(n):	<input type="checkbox"/> Monthly <input checked="" type="checkbox"/> Quarterly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application

PRIOR APPLICATIONS

Date Filed	Period Covered	Requested Fees ¹	Requested Expenses	Status of Fees	Status of Expenses
11/15/2008	9/29/2008 to 9/30/2008	\$5,796.00	\$693.50	Paid	Paid
11/15/2008	10/1/2008 to 10/30/2008	\$24,380.00	\$3,821.18	Paid	Paid
12/11/2008	11/1/2008 to 11/30/2008	\$35,326.00	\$4,010.79	Paid	Paid
1/2/2009	12/1/2008 to 12/31/2008	\$18,510.00	\$1,482.39	Paid	Paid
2/1/2009	1/1/2009 to 1/31/2009	\$31,740.00	\$2,717.34	Paid	Paid
3/2/2009	2/1/2009 to 2/28/2009	\$32,614.00	\$2,420.56	Paid	Paid
4/2/2009	3/1/2009 to 3/31/2009	\$27,186.00	\$4,556.30	Paid	Paid
5/5/2009	4/1/2009 to 4/30/2009	\$25,898.00	\$2,612.62	Paid	Paid
6/2/2009	5/1/2009 to 5/31/2009	\$56,304.00	\$5,301.01	Paid	Paid
7/1/2009	6/1/2009 to 6/30/2009	\$56,902.00	\$7,769.09	Paid	Paid
8/22/2009	7/1/2009 to 7/31/2009	\$40,296.00	\$4,279.60	Paid	Paid
9/1/2009	8/1/2009 to 8/31/2009	\$56,442.00	\$6,484.97	Paid	Paid
10/1/2009	9/1/2009 to 9/30/2009	\$65,184.00	\$6,064.05	Paid	Paid
11/1/2009	10/1/2009 to 10/31/2009	\$28,848.00	\$2,337.16	Paid	Paid
12/1/2009	11/1/2009 to 11/30/2009	\$16,176.00	\$10.35	Paid	Paid
1/3/2010	12/1/2009 to 12/31/2009	\$7,200.00	\$194.00	Paid	Paid

¹ At 80% of the total incurred.

2/1/2010	1/1/2010 to 1/31/2010	\$29,088.00	\$2,415.28	Paid	Paid
3/2/2010	2/1/2010 to 2/28/2010	\$7,392.00	\$187.00	Paid	Paid
4/1/2010	3/1/2010 to 3/31/2010	\$7,200.00	\$150.56	Paid	Paid
5/3/2010	4/1/2010 to 4/30/2010	\$11,040.00	\$805.28	Paid	Paid
6/1/2010	5/1/2010 to 5/31/2010	\$5,808.00	\$44.00	Paid	Paid
7/1/2010	6/1/2010 to 6/30/2010	\$9,792.00	\$779.81	Paid	Paid
8/2/2010	7/1/2010 to 7/31/2010	\$7,824.00	\$208.00	Paid	Paid
9/1/2010	8/1/2010 to 8/31/2010	\$4,272.00	\$273.00	Paid	Paid
10/1/2010	9/1/2010 to 9/30/2010	\$6,672.00	\$30.00	Paid	Paid
11/1/2010	10/1/2010 to 10/31/2010	\$3,408.00	\$44.00	Paid	Paid
12/1/2010	11/1/2010 to 11/30/2010	\$6,012.00	\$0	Paid	Paid
1/3/2011	12/1/2010 to 12/31/2010	\$13,572.00	\$1,146.02	Paid	Paid
2/1/2011	1/1/2011 to 1/31/2011	\$13,416.00	\$1,247.19	Paid	Paid
3/1/2011	2/1/2011 to 2/28/2011	\$17,992.00	\$1,509.34	Paid	Paid
4/1/2011	3/1/2011 to 3/31/2011	\$10,660.00	\$201.00	Paid	Paid
5/2/2011	4/1/2011 to 4/30/2011	\$13,364.00	\$44.00	Paid	Paid
6/1/2011	5/1/2011 to 5/31/2011	\$22,932.00	\$243.05	Paid	Paid
7/1/2011	6/1/2011 to 6/30/2011	\$18,824.00	\$533.60	Paid	Paid
8/1/2011	7/1/2011 to 7/31/2011	\$10,088.00	\$0	Paid	Paid

9/1/2011	8/1/2011 to 8/31/2011	\$6,708.00	\$20.88	Paid	Paid
10/3/2011	9/1/2011 to 9/30/2011	\$6,500.00	\$0	Paid	Paid
11/1/2011	10/1/2011 to 10/31/2011	\$6,396.00	\$0	Paid	Paid
12/5/2011	11/1/2011 to 11/30/2011	\$6,084.00	\$0	Paid	Paid
1/3/2012	12/1/2011 to 12/31/2011	\$3,484.00	\$30.00	Paid	Paid
2/1/2012	1/1/2012 to 1/31/2012	\$8,372.00	\$0	Paid	Paid
3/5/2012	2/1/2012 to 2/29/2012	\$13,312.00	\$30.00	Paid	Paid
4/2/2012	3/1/2012 to 3/31/2012	\$8,060.00	\$0	Paid	Paid
5/3/2012	4/1/2012 to 4/30/2012	\$8,628.00	\$637.84	Paid	Paid
6/1/2012	5/1/2012 to 5/31/2012	\$18,450.00	\$1,613.72	Paid	Paid
7/2/2012	6/1/2012 to 6/30/2012	\$21,164.00	\$1,753.72	Paid	Paid
8/1/2012	7/1/2012 to 7/31/2012	\$22,400.00	\$565.23	Paid	Paid
9/4/2012	8/1/2012 to 8/31/2012	\$17,808.00	\$0.00	Paid	Paid
10/1/2012	9/1/2012 to 9/30/2012	\$5,992.00	\$0.00	Paid	Paid
11/1/2012	10/1/2012 to 10/31/2012	\$8,120.00	\$30.00	Paid	Paid
12/4/2012	11/1/2012 to 11/30/2012	\$12,880.00	\$0.00	Paid	Paid
1/2/2013	12/1/2012 to 12/31/2012	\$17,696.00	\$339.28	Paid	Paid

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 28 years, and his billing rate is \$700 per hour. In this Quarterly Application period Mr. Rich billed 69.1 hours,² for a total amount billed of \$48,370.00, of which 80% (\$38,696.00) has already been paid. All expenses, \$369.28, have been billed and paid.

Therefore, the amount not yet approved on an interim basis or paid is \$9,674.00 in fees.

The time for preparation of this Seventeenth Quarterly Application is approximately 1.5 hours, for which \$1,050.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

Project Category	Hours	Amount
Confirmation	59.9	\$41,930.00
Fee Applications	9.2	\$6,440.00
TOTAL	69.1	\$48,370.00

EXPENSE SUMMARY

Description	Expense
Courtcall	\$30.00
Copies (215 @ \$0.10)	\$21.50
Westlaw	\$317.78
TOTAL	\$369.28

² Actual Non-Productive travel time, if any, is included in this figure, although it was billed at 50% of the actual time incurred.

II.

APPLICATION

1. On April 2, 2001, (the "Petition Date") each of the Debtors filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code (the "Chapter 11 Cases"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors are continuing to operate their businesses and manage their properties and assets as debtors-in-possession pursuant to sections 1107(a) and 1108 of the United States Bankruptcy Code. The Plan has been confirmed and is now on appeal to the Third Circuit.

2. On May 3, 2001, the Court entered an Interim Compensation Order, as amended by the Amended Interim Compensation Order, establishing procedures for monthly compensation and reimbursement of expenses of professionals (each such application, a "Monthly Fee Application"), and whereby any notice party listed in the Amended Interim Compensation Order may object to such Monthly Fee Application. If no notice party objects to professional's Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and one hundred percent (100%) of the expenses requested, subject to the filing and approval of the interim and final fee applications of the professional.

3. Furthermore, and also pursuant to the Amended Interim Compensation Order, within forty-five (45) days of the end of each quarter, professionals are required to file and serve, upon the notice parties, a quarterly request (a "Quarterly Fee Application") for interim

Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application, less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.

4. By an order of this Court, the PD FCR was authorized to retain Alan B. Rich as his counsel, effective as of September 29, 2008 (the "Retention Order"). The Retention Order authorizes the Debtors to compensate Rich at his hourly rate charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that he incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. This Quarterly Fee Application, which is submitted in accordance with the Amended Interim Compensation Order, is Rich's Seventeenth Quarterly Fee Application for compensation for services rendered in connection with the Chapter 11 Cases and covers the 47th Quarterly fee period of October 1, 2012 through December 31, 2012 (the "Fee Period").

6. Rich has filed with the Court the following Monthly Fee Applications for interim compensation during the Fee Period:

- (a) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fiftieth Interim Period from October 1, 2012 Through October 31, 2012, seeking \$8,120.00 (80% of \$10,150.00) in fees and expenses in the amount of \$30.00;
- (b) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifty-First Monthly Interim Period from November 1, 2012 Through November 30, 2012, seeking \$12,880.00 (80% of \$16,100.00) in fees; and
- (c) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifth-Second Monthly Interim Period from December 1, 2012 Through December 31, 2012, seeking \$17,696.00 (80% of \$22,120.00) in fees and expenses in the amount of \$339.28.

7. The monthly fee applications covered by this Quarterly Fee Application contain detailed daily time logs describing the actual and necessary services provided by Rich during the Fee Period, as well as other detailed information required to be included in fee applications. The Fiftieth, Fifty-First and Fifth-Second monthly fee applications (collectively, the "Applications") are attached hereto as Exhibits "1," "2" and "3" respectively.

8. The periods for objecting to the fee and expense reimbursements relating to the Fiftieth, Fifty-First and Fifth-Second monthly fee applications have each passed without any objections being filed, whereupon Rich filed Certificates of No Objection with the Court, and Rich has been paid interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

9. Rich has filed 16 prior Quarterly Fee Applications.

10. By this Seventeenth Quarterly Fee Application, Rich requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Rich from October 1, 2012 through December 31, 2012, and authorize and require payment of said amounts less any amounts previously paid to Rich pursuant to the Monthly Fee Applications and the procedures set forth in the Amended Interim Compensation Order. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the Monthly Fee Applications that already have been filed with the Court.

11. Rich reserves his right to seek at a later date compensation for services rendered and expenses incurred during the applicable period that are not otherwise included in the relevant monthly fee application.

12. At all relevant times, Rich has been a disinterested person as that term is defined in Section 101(14) of the United States Bankruptcy Code, as modified by section 1107(b) of the United States Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors.

13. All services for which compensation is requested by Rich were performed for or on behalf of the PD FCR and not on behalf of any committee, creditor, or other person.

14. Rich believes that this Quarterly Fee Application complies with the requirements of Del. Bankr. LR 2016-2 and the Amended Interim Compensation Order.

15. During the Interim Period, Rich has received no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with

these Chapter 11 Cases, other than the interim compensation payments pursuant to the Amended Interim Compensation Order. There is no agreement or understanding between Rich and any other person for the sharing of compensation to be received for services rendered in these cases.

16. The professional services and related expenses for which Rich requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with these cases in the discharge of Rich's professional responsibilities as counsel for the PD FCR in the Chapter 11 Cases. Rich's services have been necessary and beneficial to the PD FCR as well as the Debtors and their estates, creditors, and other parties in interest.

17. Pursuant to Fed R. Bankr. P. 2016(b), Rich has not shared, nor has agreed to share: (a) any compensation it has received or may receive with another party or person, or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

WHEREFORE, Alan B. Rich, Esq. respectfully requests that the Court enter an order, providing that (a) for the period from October 1, 2012 through December 31, 2012, an administrative allowance be made to Rich in the sum of \$48,370.00 as compensation for reasonable and necessary professional services rendered to the PD FCR and, in the sum of \$369.28 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$48,739.28; (b) that the Debtors be authorized and directed to pay to Rich the outstanding amount of such sums, less any sums previously paid to Rich pursuant to the Monthly Fee Applications and the procedures set forth in the Amended Interim Compensation Order and (c) this Court grant such other and further relief to which Rich is justly entitled.

Respectfully Submitted,



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4244 Renaissance Tower
1201 Elm Street
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(214) 744-5101 [fax]
arich@alanrichlaw.com

COUNSEL TO JUDGE ALEXANDER
M. SANDERS, JR., LEGAL
REPRESENTATIVE FOR FUTURE
ASBESTOS-RELATED PROPERTY
DAMAGE CLAIMANTS AND HOLDERS
OF DEMANDS

DECLARATION

Alan B. Rich, declares as follows:

I am the counsel hired by the PD FCR with the approval of the Court, and am familiar with the legal services which I rendered to the PD FCR. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I believe that this Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 19, 2013.



CERTIFICATE OF SERVICE

I certify that on the 19th day of February, 2013, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.



EXHIBIT 1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	§	Chapter 11
	§	
W. R. GRACE & CO., et al.,	§	Case No. 01-01139 (JKF)
	§	
<i>Debtors.</i>	§	Jointly Administered
	§	
	§	Objection Deadline: 11/21/2012; 4:00 PM ET
	§	Hearing Date: TBD (if needed)

**SUMMARY OF APPLICATION OF ALAN B. RICH, ESQ. FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS
AND HOLDERS OF DEMANDS FOR THE FIFTIETH MONTHLY INTERIM
PERIOD FROM OCTOBER 1, 2012 THROUGH OCTOBER 31, 2012**

Name of Applicant:	Alan B. Rich, Esq.
Authorized to Provide Services To:	Judge Alexander M. Sanders, Jr., Legal Representative for Future Asbestos- Related Property Damage Claimants and Holders of Demands
Date of Retention:	September 29, 2008 (<i>nunc pro tunc</i>)
Period for Which Compensation and Reimbursement is Sought:	October 1, 2012 through October 31, 2012
Amount of Fees Sought as Actual Reasonable and Necessary:	\$8,120.00 [80% of \$10,150.00]
Amount of Expenses Sought as Actual, Reasonable and Necessary:	\$30.00
This is a(n):	<input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application

PRIOR APPLICATIONS

Date Filed	Period Covered	Requested Fees ¹	Requested Expenses	Status of Fees	Status of Expenses
11/15/2008	9/29/2008 to 9/30/2008	\$5,796.00	\$693.50	Paid	Paid
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10/1/2009	9/1/2009 to 9/30/2009	\$65,184.00	\$6,064.05	Paid	Paid
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1/3/2010	12/1/2009 to 12/31/2009	\$7,200.00	\$194.00	Paid	Paid

¹ At 80% of the total incurred.

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3/2/2010	2/1/2010 to 2/28/2010	\$7,392.00	\$187.00	Paid	Paid
4/1/2010	3/1/2010 to 3/31/2010	\$7,200.00	\$150.56	Paid	Paid
5/3/2010	4/1/2010 to 4/30/2010	\$11,040.00	\$805.28	Paid	Paid
6/1/2010	5/1/2010 to 5/31/2010	\$5,808.00	\$44.00	Paid	Paid
7/1/2010	6/1/2010 to 6/30/2010	\$9,792.00	\$779.81	Paid	Paid
8/1/2010	7/1/2010 to 7/31/2010	\$7,824.00	\$208.00	Paid	Paid
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12/1/2010	11/1/2010 to 11/30/2010	\$6,012.00	\$0	Paid	Paid
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4/1/2011	3/1/2011 to 3/31/2011	\$10,660.00	\$201.00	Paid	Paid
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6/1/2011	5/1/2011 to 5/31/2011	\$22,932.00	\$243.05	Paid	Paid
7/1/2011	6/1/2011 to 6/30/2011	\$18,824.00	\$533.60	Paid	Paid
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12/5/2011	11/1/2011 to 11/30/2011	\$6,084.00	\$0	Paid	Paid
1/3/2012	12/1/2011 to 12/31/2011	\$3,484.00	\$30.00	Paid	Paid
2/1/2012	1/1/2012 to 1/31/2012	\$8,372.00	\$0	Paid	Paid
3/5/2012	2/1/2012 to 2/29/2012	\$13,312.00	\$30.00	Paid	Paid
4/2/2012	3/1/2012 to 3/31/2012	\$8,060.00	\$0	Paid	Paid
5/3/2012	4/1/2012 to 4/30/2012	\$8,628.00	\$637.84	Paid	Paid
6/1/2012	5/1/2012 to 5/31/2012	\$18,460.00	\$1,613.72	Paid	Paid
7/2/2012	6/1/2012 to 6/30/2012	\$21,164.00	\$1,753.72	Paid	Paid
8/1/2012	7/1/2012 to 7/31/2012	\$22,400.00	\$565.23	Paid	Paid
9/4/2012	8/1/2012 to 8/31/2012	\$17,808.00	\$0.00	Paid	Paid
10/1/2012	9/1/2012 to 9/30/2012	\$5,992.00	\$0.00	Paid	Paid

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 28 years, and his billing rate is \$700 per hour. In this Application period Mr. Rich billed 14.5 hours,² for a total amount billed of \$10,150.00 of which 80% is currently sought, in the amount of \$8,120.00. Mr. Rich incurred expenses during this

² Travel Time, if any, is included in this figure at 50% of actual time.

Application period in the amount of \$30.00. The total sought by the Application is \$8,150.00.

As stated above, this is the Fiftieth application for monthly fees and expenses. The time for preparation of this Application is approximately 1.5 hours, for which \$1,050.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

Project Category	Hours	Amount
Confirmation	12.8	\$8,960.00
Fee Application Matters	1.7	\$1,190.00
TOTAL	14.5	\$10,150.00

EXPENSE SUMMARY

Description	Expense
Courtcall	\$30.00
TOTAL	\$30.00

Detail of the fees and expenses billed is attached hereto as Exhibit A.

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CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 2016-2(f)

I, Alan B. Rich, a professional person seeking approval of this Monthly Fee Application, and having reviewed the requirements of Local Rule 2016-2, hereby certify that in my opinion, this Monthly Fee Application complies with Local Rule 2016-2.

Respectfully Submitted,



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COUNSEL TO HON. ALEXANDER
M. SANDERS, JR., LEGAL
REPRESENTATIVE FOR FUTURE
ASBESTOS-RELATED PROPERTY
DAMAGE CLAIMANTS AND HOLDERS
OF DEMANDS

CERTIFICATE OF SERVICE

I certify that on the 1st day of November, 2012, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.



EXHIBIT A

ALAN B. RICH

Attorney and Counselor
4244 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270
Telephone 214.744.5100
Fax 214.744.5101
E-mail: arich@alanrichlaw.com

INVOICE FOR PROFESSIONAL SERVICES (October, 2012)

Client

Judge Alexander M. Sanders, Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands

Matter

In re W. R. Grace, No. 01-1139 (Bankr. D. Del)

<u>Date</u>	<u>Services Performed</u>	<u>Time</u>
10/1/2012	Prepare monthly fee application and notice of filing and attention to filing and service thereof	1.5
10/1/2012	Review Miscellaneous Pleadings received today	0.2
10/1/2012	Review Pro Hac Vice application of Peter J. Gurfein for CIM Urban REIT	0.1
10/1/2012	Review Motion for Leave to File Reply of CIM Urban REIT, draft Reply and Declaration in Support	0.5
10/1/2012	Email to client re business reorganization	0.1
10/2/2012	Review Miscellaneous Pleadings received today	0.1
10/2/2012	Review Certifications of No Objection to Canadian ZAI counsel monthly fee applications	0.1
10/2/2012	Review Order granting leave for Main Plaza to file reply brief	0.1

10/3/2012	Conference with PI FCR counsel re status	0.1
10/3/2012	Review Miscellaneous Pleadings received today	0.1
10/3/2012	Review BNSF Motion to dismiss appeal	0.1
10/3/2012	Email to J. Donley re appeal	0.1
10/4/2012	Review Miscellaneous Pleadings received today	0.1
10/4/2012	Review Third Circuit Order dismissing BNSF appeal	0.1
10/4/2012	Review Monthly Fee Application of Property Damage Committee local counsel	0.1
10/4/2012	Review District Court filing of dismissal order of BNSF appeal	0.1
10/5/2012	Review Monthly Fee Application of Canadian ZAI counsel	0.3
10/5/2012	Email from J. Donley re status	0.1
10/5/2012	Review Agenda for October Omnibus	0.1
10/5/2012	Review Miscellaneous Pleadings received today	0.1
10/5/2012	Email to client re October Omnibus hearing	0.1
10/6/2012	Review Miscellaneous Pleadings received today	0.1
10/8/2012	Email from client re Omnibus hearing	0.1
10/8/2012	Review Miscellaneous Pleadings received today	0.1
10/8/2012	Review motion to dismiss appeal of Maryland Casualty	0.1
10/9/2012	Review Order granting Gurfein pro hac vice application	0.1
10/9/2012	Review Pro Hac Vice application of Richard Eisenbach for Main Plaza LLC	0.1
10/9/2012	Review Order dismissing Maryland Casualty appeal (12-2967)	0.1
10/9/2012	Order from USDC re dismissal of Maryland Casualty appeal	0.1

10/9/2012	Order of USDC dismissing Libby Claimants Appeal (BAP 09-67)	0.1
10/9/2012	Review Order granting 44th Quarterly Fee Applications	0.2
10/9/2012	Review Miscellaneous Pleadings received today	0.1
10/9/2012	Review draft Appendix for Appeal	1.5
10/9/2012	Emails to and from debtors' counsel re appendix	0.1
10/10/2012	Review Miscellaneous Pleadings received today	0.1
10/11/2012	Review Miscellaneous Pleadings received today	0.1
10/11/2012	Review Third Quarter Report of Ordinary Course professional payments	0.2
10/12/2012	Review Miscellaneous Pleadings received today	0.1
10/12/2012	Attention to preparation for telephonic Omnibus hearing	0.1
10/13/2012	Review Miscellaneous Pleadings received today	0.1
10/15/2012	Attend telephonic October omnibus hearing	0.5
10/15/2012	Telephone call with client	0.1
10/15/2012	Review Miscellaneous Pleadings received today	0.1
10/16/2012	Review BNSF Notice of Voluntary Dismissal of USDC appeal	0.1
10/16/2012	Review Motion to Settle Dairyland Insurance policy	1.0
10/16/2012	Review Miscellaneous Pleadings received today	0.1
10/16/2012	Review substitution of counsel for Lawson Electric	0.1
10/17/2012	Review Miscellaneous Pleadings received today	0.1
10/17/2012	Email to Debtors' counsel re appendix	0.1
10/18/2012	Review Miscellaneous Pleadings received today	0.1
10/18/2012	Review Property Damage Committee fee application	0.1

10/18/2012	Email from Debtors' counsel re appendix	0.2
10/19/2012	Review Miscellaneous Pleadings received today	0.1
10/19/2012	Emails to and from Debtors' counsel re appendix	0.1
10/20/2012	Review Miscellaneous Pleadings received today	0.1
10/22/2012	Review Miscellaneous Pleadings received today	0.1
10/22/2012	Review Motion to Amend OCP Order re SC&H	0.3
10/22/2012	Prepare, file and serve CNO re monthly fee application	0.2
10/22/2012	Certification of Counsel regarding Objection of Main Plaza, LLC to Notice of Transfer of Claim other than for Security filed by CIM Urban REIT	0.2
10/23/2012	Review Miscellaneous Pleadings received today	0.2
10/23/2012	Email from J. Donley re status	0.1
10/24/2012	Emails to and from client re status	0.1
10/24/2012	Review Order Sustaining Main Plaza Transfer Objection	0.1
10/24/2012	Review Anderson Memorial Hospital's agreed motion to extend briefing schedule in 12-3143	0.1
10/24/2012	Review Anderson Memorial Hospital's agreed motion to extend briefing schedule in 12-2923	0.1
10/24/2012	Review Miscellaneous Pleadings received today	0.1
10/25/2012	Review Order Extending Appellants' briefing schedule	0.1
10/25/2012	Review Miscellaneous Pleadings received today	0.1
10/26/2012	Review Miscellaneous Pleadings received today	0.1
10/26/2012	Review ZAI Special Counsel Monthly Fee Applications	0.3
10/29/2012	Review Miscellaneous Pleadings received today	0.1

10/30/2012	Review Miscellaneous Pleadings received today	0.1
10/31/2012	Review Cash Settled Collar Agreement re Warrants and revised notice thereof	1.0
10/31/2012	Review Miscellaneous Pleadings received today	0.2
10/31/2012	Email to client re Cash Settled Collar Agreement	0.1
10/31/2012	Emails to and from ZAI Special Counsel re Cash Settled Collar Agreement	0.2

Total: 14.5 hours @ \$700/hour = \$10,150.00

Expenses: Courtcall – \$30.00

Total Fees and Expenses Due: \$10,180.00

EXHIBIT 2

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: W. R. GRACE & CO., et al., <i>Debtors.</i>	§ § § § § § §	Chapter 11 Case No. 01-01139 (JKF) Jointly Administered Objection Deadline: 12/24/2012; 4:00 PM ET Hearing Date: TBD (if needed)
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**SUMMARY OF APPLICATION OF ALAN B. RICH, ESQ. FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS
AND HOLDERS OF DEMANDS FOR THE FIFTY-FIRST MONTHLY INTERIM
PERIOD FROM NOVEMBER 1, 2012 THROUGH NOVEMBER 30, 2012**

Name of Applicant:	Alan B. Rich, Esq.
Authorized to Provide Services To:	Judge Alexander M. Sanders, Jr., Legal Representative for Future Asbestos- Related Property Damage Claimants and Holders of Demands
Date of Retention:	September 29, 2008 (<i>nunc pro tunc</i>)
Period for Which Compensation and Reimbursement is Sought:	November 1, 2012 through November 30, 2012
Amount of Fees Sought as Actual Reasonable and Necessary:	\$12,880.00 [80% of \$16,100.00]
Amount of Expenses Sought as Actual, Reasonable and Necessary:	\$0.00
This is a(n): <input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application	

PRIOR APPLICATIONS

Date Filed	Period Covered	Requested Fees ¹	Requested Expenses	Status of Fees	Status of Expenses
11/15/2008	9/29/2008 to 9/30/2008	\$5,796.00	\$693.50	Paid	Paid
11/15/2008	10/1/2008 to 10/30/2008	\$24,380.00	\$3,821.18	Paid	Paid
12/11/2008	11/1/2008 to 11/30/2008	\$35,326.00	\$4,010.79	Paid	Paid
1/2/2009	12/1/2008 to 12/31/2008	\$18,510.00	\$1,482.39	Paid	Paid
2/1/2009	1/1/2009 to 1/31/2009	\$31,740.00	\$2,717.34	Paid	Paid
3/2/2009	2/1/2009 to 2/28/2009	\$32,614.00	\$2,420.56	Paid	Paid
4/2/2009	3/1/2009 to 3/31/2009	\$27,186.00	\$4,556.30	Paid	Paid
5/5/2009	4/1/2009 to 4/30/2009	\$25,898.00	\$2,612.62	Paid	Paid
6/2/2009	5/1/2009 to 5/31/2009	\$56,304.00	\$5,301.01	Paid	Paid
7/1/2009	6/1/2009 to 6/30/2009	\$56,902.00	\$7,769.09	Paid	Paid
8/22/2009	7/1/2009 to 7/31/2009	\$40,296.00	\$4,279.60	Paid	Paid
9/1/2009	8/1/2009 to 8/31/2009	\$56,442.00	\$6,484.97	Paid	Paid
10/1/2009	9/1/2009 to 9/30/2009	\$65,184.00	\$6,064.05	Paid	Paid
11/1/2009	10/1/2009 to 10/31/2009	\$28,848.00	\$2,337.16	Paid	Paid
12/1/2009	11/1/2009 to 11/30/2009	\$16,176.00	\$10.35	Paid	Paid
1/3/2010	12/1/2009 to 12/31/2009	\$7,200.00	\$194.00	Paid	Paid

¹ At 80% of the total incurred.

2/1/2010	1/1/2010 to 1/31/2010	\$29,088.00	\$2,415.28	Paid	Paid
3/2/2010	2/1/2010 to 2/28/2010	\$7,392.00	\$187.00	Paid	Paid
4/1/2010	3/1/2010 to 3/31/2010	\$7,200.00	\$150.56	Paid	Paid
5/3/2010	4/1/2010 to 4/30/2010	\$11,040.00	\$805.28	Paid	Paid
6/1/2010	5/1/2010 to 5/31/2010	\$5,808.00	\$44.00	Paid	Paid
7/1/2010	6/1/2010 to 6/30/2010	\$9,792.00	\$779.81	Paid	Paid
8/1/2010	7/1/2010 to 7/31/2010	\$7,824.00	\$208.00	Paid	Paid
9/1/2010	8/1/2010 to 8/31/2010	\$4,272.00	\$273.00	Paid	Paid
10/1/2010	9/1/2010 to 9/30/2010	\$6,672.00	\$30.00	Paid	Paid
11/1/2010	10/1/2010 to 10/31/2010	\$3,408.00	\$44.00	Paid	Paid
12/1/2010	11/1/2010 to 11/30/2010	\$6,012.00	\$0	Paid	Paid
1/3/2011	12/1/2010 to 12/31/2010	\$13,572.00	\$1,146.02	Paid	Paid
2/1/2011	1/1/2011 to 1/31/2011	\$13,416.00	\$1,247.19	Paid	Paid
3/1/2011	2/1/2011 to 2/28/2011	\$17,992.00	\$1,509.34	Paid	Paid
4/1/2011	3/1/2011 to 3/31/2011	\$10,660.00	\$201.00	Paid	Paid
5/2/2011	4/1/2011 to 4/30/2011	\$13,364.00	\$44.00	Paid	Paid
6/1/2011	5/1/2011 to 5/31/2011	\$22,932.00	\$243.05	Paid	Paid
7/1/2011	6/1/2011 to 6/30/2011	\$18,824.00	\$533.60	Paid	Paid
8/1/2011	7/1/2011 to 7/31/2011	\$10,088.00	\$0	Paid	Paid

9/1/2011	8/1/2011 to 8/31/2011	\$6,708.00	\$20.88	Paid	Paid
10/3/2011	9/1/2011 to 9/30/2011	\$6,500.00	\$0	Paid	Paid
11/1/2011	10/1/2011 to 10/31/2011	\$6,396.00	\$0	Paid	Paid
12/5/2011	11/1/2011 to 11/30/2011	\$6,084.00	\$0	Paid	Paid
1/3/2012	12/1/2011 to 12/31/2011	\$3,484.00	\$30.00	Paid	Paid
2/1/2012	1/1/2012 to 1/31/2012	\$8,372.00	\$0	Paid	Paid
3/5/2012	2/1/2012 to 2/29/2012	\$13,312.00	\$30.00	Paid	Paid
4/2/2012	3/1/2012 to 3/31/2012	\$8,060.00	\$0	Paid	Paid
5/3/2012	4/1/2012 to 4/30/2012	\$8,628.00	\$637.84	Paid	Paid
6/1/2012	5/1/2012 to 5/31/2012	\$18,460.00	\$1,613.72	Paid	Paid
7/2/2012	6/1/2012 to 6/30/2012	\$21,164.00	\$1,753.72	Paid	Paid
8/1/2012	7/1/2012 to 7/31/2012	\$22,400.00	\$565.23	Paid	Paid
9/4/2012	8/1/2012 to 8/31/2012	\$17,808.00	\$0.00	Paid	Paid
10/1/2012	9/1/2012 to 9/30/2012	\$5,992.00	\$0.00	Paid	Paid
11/1/2012	10/1/2012 to 10/31/2012	\$8,120.00	\$30.00	Paid	Paid

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 28 years, and his billing rate is \$700 per hour. In this Application period Mr. Rich billed 23.0 hours,² for a total amount billed of \$16,100.00 of which 80% is

² Travel Time, if any, is included in this figure at 50% of actual time.

currently sought, in the amount of \$12,880.00.

As stated above, this is the Fifty-First application for monthly fees and expenses. The time for preparation of this Application is approximately 1.5 hours, for which \$1,050.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

Project Category	Hours	Amount
Confirmation	18.2	\$12,740.00
Fee Application Matters	4.8	\$3,360.00
TOTAL	23.0	\$16,100.00

EXPENSE SUMMARY

Description	Expense
None	
TOTAL	\$0.00

Detail of the fees and expenses billed is attached hereto as Exhibit A.

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CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 2016-2(f)

I, Alan B. Rich, a professional person seeking approval of this Monthly Fee Application, and having reviewed the requirements of Local Rule 2016-2, hereby certify that in my opinion, this Monthly Fee Application complies with Local Rule 2016-2.

Respectfully Submitted,



Alan B. Rich, Esq.
Texas Bar No. 16842350
1201 Elm Street, Suite 4244
Dallas, Texas 75270
(214) 744-5100
(214) 744-5101 [fax]
arich@alanrichlaw.com

COUNSEL TO HON. ALEXANDER
M. SANDERS, JR., LEGAL
REPRESENTATIVE FOR FUTURE
ASBESTOS-RELATED PROPERTY
DAMAGE CLAIMANTS AND HOLDERS
OF DEMANDS

CERTIFICATE OF SERVICE

I certify that on the 4th day of December, 2012, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.



EXHIBIT A

ALAN B. RICH

Attorney and Counselor
4244 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270
Telephone 214.744.5100
Fax 214.744.5101
E-mail: arich@alanrichlaw.com

INVOICE FOR PROFESSIONAL SERVICES (November, 2012)

Client

**Judge Alexander M. Sanders, Legal Representative for Future Asbestos-Related
Property Damage Claimants and Holders of Demands**

Matter

In re W. R. Grace, No. 01-1139 (Bankr. D. Del)

<u>Date</u>	<u>Services Performed</u>	<u>Time</u>
11/1/2012	Review Miscellaneous Pleadings received today	0.1
11/1/2012	Prepare Monthly Application for Compensation and Notice thereof, and attention to filing and service of same	1.5
11/2/2012	Review Miscellaneous Pleadings received today	0.2
11/2/2012	Prepare Judge Sanders' Monthly Application for Compensation and Notice thereof, and attention to filing and service of same	0.5
11/2/2012	Review Fee Application of the Property Damage committee counsel	0.1
11/5/2012	Review Miscellaneous Pleadings received today	0.1
11/5/2012	Email from client re fee application	0.1
11/6/2012	Review Miscellaneous Pleadings received today	0.1

11/6/2012	Review Motion in USM Bankruptcy re wind-down and termination of USM Property Damage Trust	0.5
11/7/2012	Review Miscellaneous Pleadings received today	0.2
11/8/2012	Review Miscellaneous Pleadings received today	0.1
11/9/2012	Review Miscellaneous Pleadings received today	0.1
11/9/2012	Review Debtors' motion to establish a QCF	0.5
11/9/2012	Emails to and from counsel for ACC and PI FCR re QCF Motion	0.2
11/9/2012	Review Debtors' post-confirmation quarterly report	0.3
11/10/2012	Review Miscellaneous Pleadings received today	0.1
11/12/2012	Conference with client re USM PD Trust	0.1
11/12/2012	Email to client re post confirmation quarterly report	0.1
11/12/2012	Email to client re Debtors' QCF motion	0.1
11/12/2012	Review Certificate of No Objection re debtors' motion to raise cap for SC&H	0.1
11/12/2012	Review Certificate of No Objection re debtors' Dairyland settlement motion	0.1
11/12/2012	Emails to and from ZAI Special Counsel re QCF motion	0.1
11/13/2012	Emails to and from PD Trustee re status	0.1
11/13/2012	Review Order dismissing Equity Committee Fee Application	0.1
11/13/2012	Review Order approving Dairyland settlement	0.1
11/13/2012	Review Order Amending OCP Order increasing cap for SCH consulting	0.1
11/13/2012	Review Miscellaneous Pleadings received today	0.1
11/14/2012	Review Certificates of No Objection re Canadian ZAI claimants' counsels' monthly fee applications	0.1
11/14/2012	Review Miscellaneous Pleadings received today	0.3

11/14/2012	Review Property Damage Committee local counsel fee application	0.1
11/15/2012	Review Debtors' motion to modify and expand services of Baker, Donaldson	0.3
11/15/2012	Review Miscellaneous Pleadings received today	0.1
11/15/2012	Conference with client re November Omnibus hearing	0.1
11/16/2012	Review Miscellaneous Pleadings received today	0.1
11/19/2012	Review Fee Auditor's Report for the 45th Quarter	0.4
11/20/2012	Review Miscellaneous Pleadings received today	0.1
11/20/2012	Review Agenda for November omnibus hearing	0.1
11/20/2012	Email to client re cancellation of November Omnibus hearing	0.1
11/21/2012	Review Miscellaneous Pleadings received today	0.1
11/21/2012	Review CNO for PD Committee Counsel fee application	0.1
11/21/2012	Prepare, file and serve CNO for monthly fee application	0.2
11/26/2012	Prepare, file and serve CNO for PD FCR's monthly fee application	0.2
11/26/2012	Review Miscellaneous Pleadings received today	0.2
11/26/2012	Prepare, file and serve 16th Quarterly Fee Application and Notice of Filing thereof	1.5
11/26/2012	Prepare, file and serve 16th Quarterly Fee Application of PD FCR and Notice of Filing thereof	0.5
11/26/2012	Prepare, file and serve 16th Quarterly Fee Application of Local Counsel to PD FCR and Notice of Filing thereof	0.3
11/26/2012	Emails to and from Karl Hill re fee application	0.1
11/27/2012	Review Anderson Memorial Hospital's Second Motion for Extension of Time for filing its appeal brief in 12-2923	0.1
11/27/2012	Review Anderson Memorial Hospital's Second Motion for Extension of Time for filing its appeal brief in 12-3143	0.1

11/27/2012	Review Quarterly Fee Applications of Canadian ZAI Claimants' Counsels	0.3
11/27/2012	Review Miscellaneous Pleadings received today	0.1
11/28/2012	Review Miscellaneous Pleadings received today	0.2
11/29/2012	Review Appellants' Joint Appendix in Third Circuit appeals	2.5
11/29/2012	Review Miscellaneous Pleadings received today	0.3
11/29/2012	Review Bank Lender Group Opening Brief on Appeal	1.9
11/29/2012	Review Certificate of Service and Notice of Hard copy receipt re Bank Lender Group brief and Joint Appendix	0.1
11/30/2012	Review Notices from Third Circuit re receipt of Hard copies of briefs of Garlock, Montana and Canada	0.1
11/30/2012	Review Miscellaneous Pleadings received today	0.1
11/30/2012	Review Opening Brief on Appeal of Garlock	1.7
11/30/2012	Review Garlock's separate Appendix on Appeal	1.5
11/30/2012	Review Opening Brief on Appeal of Montana	1.9
11/30/2012	Review Opening Brief on Appeal of Canada	1.2
11/30/2012	Email to client re briefs	0.1

Total: 23.0 hours @ \$700/hour = \$16,100.00

Expenses: None

Total Fees and Expenses Due: \$16,100.00

EXHIBIT 3

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	§	Chapter 11
	§	
W. R. GRACE & CO., et al.,	§	Case No. 01-01139 (JKF)
	§	
<i>Debtors.</i>	§	Jointly Administered
	§	
	§	Objection Deadline: 1/22/2013; 4:00 PM ET
	§	Hearing Date: TBD (if needed)

**SUMMARY OF APPLICATION OF ALAN B. RICH, ESQ. FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS
AND HOLDERS OF DEMANDS FOR THE FIFTY-SECOND MONTHLY INTERIM
PERIOD FROM DECEMBER 1, 2012 THROUGH DECEMBER 31, 2012**

Name of Applicant:	Alan B. Rich, Esq.
Authorized to Provide Services To:	Judge Alexander M. Sanders, Jr., Legal Representative for Future Asbestos- Related Property Damage Claimants and Holders of Demands
Date of Retention:	September 29, 2008 (<i>nunc pro tunc</i>)
Period for Which Compensation and Reimbursement is Sought:	December 1, 2012 through December 31, 2012
Amount of Fees Sought as Actual Reasonable and Necessary:	\$17,696.00 [80% of \$22,120.00]
Amount of Expenses Sought as Actual, Reasonable and Necessary:	\$339.28
This is a(n):	<input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application

PRIOR APPLICATIONS

Date Filed	Period Covered	Requested Fees ¹	Requested Expenses	Status of Fees	Status of Expenses
11/15/2008	9/29/2008 to 9/30/2008	\$5,796.00	\$693.50	Paid	Paid
11/15/2008	10/1/2008 to 10/30/2008	\$24,380.00	\$3,821.18	Paid	Paid
12/11/2008	11/1/2008 to 11/30/2008	\$35,326.00	\$4,010.79	Paid	Paid
1/2/2009	12/1/2008 to 12/31/2008	\$18,510.00	\$1,482.39	Paid	Paid
2/1/2009	1/1/2009 to 1/31/2009	\$31,740.00	\$2,717.34	Paid	Paid
3/2/2009	2/1/2009 to 2/28/2009	\$32,614.00	\$2,420.56	Paid	Paid
4/2/2009	3/1/2009 to 3/31/2009	\$27,186.00	\$4,556.30	Paid	Paid
5/5/2009	4/1/2009 to 4/30/2009	\$25,898.00	\$2,612.62	Paid	Paid
6/2/2009	5/1/2009 to 5/31/2009	\$56,304.00	\$5,301.01	Paid	Paid
7/1/2009	6/1/2009 to 6/30/2009	\$56,902.00	\$7,769.09	Paid	Paid
8/22/2009	7/1/2009 to 7/31/2009	\$40,296.00	\$4,279.60	Paid	Paid
9/1/2009	8/1/2009 to 8/31/2009	\$56,442.00	\$6,484.97	Paid	Paid
10/1/2009	9/1/2009 to 9/30/2009	\$65,184.00	\$6,064.05	Paid	Paid
11/1/2009	10/1/2009 to 10/31/2009	\$28,848.00	\$2,337.16	Paid	Paid
12/1/2009	11/1/2009 to 11/30/2009	\$16,176.00	\$10.35	Paid	Paid
1/3/2010	12/1/2009 to 12/31/2009	\$7,200.00	\$194.00	Paid	Paid

¹ At 80% of the total incurred.

2/1/2010	1/1/2010 to 1/31/2010	\$29,088.00	\$2,415.28	Paid	Paid
3/2/2010	2/1/2010 to 2/28/2010	\$7,392.00	\$187.00	Paid	Paid
4/1/2010	3/1/2010 to 3/31/2010	\$7,200.00	\$150.56	Paid	Paid
5/3/2010	4/1/2010 to 4/30/2010	\$11,040.00	\$805.28	Paid	Paid
6/1/2010	5/1/2010 to 5/31/2010	\$5,808.00	\$44.00	Paid	Paid
7/1/2010	6/1/2010 to 6/30/2010	\$9,792.00	\$779.81	Paid	Paid
8/1/2010	7/1/2010 to 7/31/2010	\$7,824.00	\$208.00	Paid	Paid
9/1/2010	8/1/2010 to 8/31/2010	\$4,272.00	\$273.00	Paid	Paid
10/1/2010	9/1/2010 to 9/30/2010	\$6,672.00	\$30.00	Paid	Paid
11/1/2010	10/1/2010 to 10/31/2010	\$3,408.00	\$44.00	Paid	Paid
12/1/2010	11/1/2010 to 11/30/2010	\$6,012.00	\$0	Paid	Paid
1/3/2011	12/1/2010 to 12/31/2010	\$13,572.00	\$1,146.02	Paid	Paid
2/1/2011	1/1/2011 to 1/31/2011	\$13,416.00	\$1,247.19	Paid	Paid
3/1/2011	2/1/2011 to 2/28/2011	\$17,992.00	\$1,509.34	Paid	Paid
4/1/2011	3/1/2011 to 3/31/2011	\$10,660.00	\$201.00	Paid	Paid
5/2/2011	4/1/2011 to 4/30/2011	\$13,364.00	\$44.00	Paid	Paid
6/1/2011	5/1/2011 to 5/31/2011	\$22,932.00	\$243.05	Paid	Paid
7/1/2011	6/1/2011 to 6/30/2011	\$18,824.00	\$533.60	Paid	Paid
8/1/2011	7/1/2011 to 7/31/2011	\$10,088.00	\$0	Paid	Paid

9/1/2011	8/1/2011 to 8/31/2011	\$6,708.00	\$20.88	Paid	Paid
10/3/2011	9/1/2011 to 9/30/2011	\$6,500.00	\$0	Paid	Paid
11/1/2011	10/1/2011 to 10/31/2011	\$6,396.00	\$0	Paid	Paid
12/5/2011	11/1/2011 to 11/30/2011	\$6,084.00	\$0	Paid	Paid
1/3/2012	12/1/2011 to 12/31/2011	\$3,484.00	\$30.00	Paid	Paid
2/1/2012	1/1/2012 to 1/31/2012	\$8,372.00	\$0	Paid	Paid
3/5/2012	2/1/2012 to 2/29/2012	\$13,312.00	\$30.00	Paid	Paid
4/2/2012	3/1/2012 to 3/31/2012	\$8,060.00	\$0	Paid	Paid
5/3/2012	4/1/2012 to 4/30/2012	\$8,628.00	\$637.84	Paid	Paid
6/1/2012	5/1/2012 to 5/31/2012	\$18,460.00	\$1,613.72	Paid	Paid
7/2/2012	6/1/2012 to 6/30/2012	\$21,164.00	\$1,753.72	Paid	Paid
8/1/2012	7/1/2012 to 7/31/2012	\$22,400.00	\$565.23	Paid	Paid
9/4/2012	8/1/2012 to 8/31/2012	\$17,808.00	\$0.00	Paid	Paid
10/1/2012	9/1/2012 to 9/30/2012	\$5,992.00	\$0.00	Paid	Paid
11/1/2012	10/1/2012 to 10/31/2012	\$8,120.00	\$30.00	Paid	Paid
12/4/2012	11/1/2012 to 11/30/2012	\$12,880.00	\$0.00	CNO Filed	CNO Filed

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 28 years, and his billing rate is \$700 per hour. In this Application

period Mr. Rich billed 31.6 hours,² for a total amount billed of \$22,120.00 of which 80% is currently sought, in the amount of \$17,696.00. Payment of 100% of expenses incurred are also sought, in the amount of \$339.28. The total fees and expenses sought by this application is \$18,035.28

As stated above, this is the Fifty-Second application for monthly fees and expenses. The time for preparation of this Application is approximately 1.5 hours, for which \$1,050.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

Project Category	Hours	Amount
Confirmation	28.9	\$20,230.00
Fee Application Matters	2.7	\$1,890.00
TOTAL	31.6	\$22,120.00

EXPENSE SUMMARY

Description	Expense
Westlaw Copies	\$317.78 \$21.50
TOTAL	\$339.28

Detail of the fees and expenses billed is attached hereto as Exhibit A.

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² Travel Time, if any, is included in this figure at 50% of actual time.

CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 2016-2(f)

I, Alan B. Rich, a professional person seeking approval of this Monthly Fee Application, and having reviewed the requirements of Local Rule 2016-2, hereby certify that in my opinion, this Monthly Fee Application complies with Local Rule 2016-2.

Respectfully Submitted,



Alan B. Rich, Esq.
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COUNSEL TO HON. ALEXANDER
M. SANDERS, JR., LEGAL
REPRESENTATIVE FOR FUTURE
ASBESTOS-RELATED PROPERTY
DAMAGE CLAIMANTS AND HOLDERS
OF DEMANDS

CERTIFICATE OF SERVICE

I certify that on the 2nd day of January, 2013, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.



EXHIBIT A

ALAN B. RICH

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Dallas, Texas 75270
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Fax 214.744.5101
E-mail: arich@alanrichlaw.com

INVOICE FOR PROFESSIONAL SERVICES (December, 2012)

Client

Judge Alexander M. Sanders, Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands

Matter

In re W. R. Grace, No. 01-1139 (Bankr. D. Del)

<u>Date</u>	<u>Services Performed</u>	<u>Time</u>
12/3/2012	Prepare, file and serve 51st monthly fee application and notice of filing thereof	1.5
12/3/2012	Review notice from Third Circuit re joint appendix	0.1
12/3/2012	Review notice from Third Circuit re Montana's brief	0.1
12/3/2012	Review Miscellaneous pleadings received today	0.1
12/3/2012	Review CNO re Debtors' Motion for Entry of an Order Approving Plan Proponents' Entry into Cash-Settled Collar Agreement	0.1
12/3/2012	Review CNO re Debtors' Motion to establish a QSF	0.1
12/4/2012	Review Miscellaneous pleadings received today	0.2
12/4/2012	Review Fee Auditors' Amended Report for the 45th Quarter	0.2
12/4/2012	Review Third Circuit Order granting AMH second extension motion	0.1

12/4/2012	Review Certificate of No Objection re monthly fee application of counsel to the Property Damage Committee	0.1
12/5/2012	Review Quarterly Application for Compensation of Local Counsel to the Official Committee of Asbestos Property Damage Claimants, for the 46th Quarterly Period	0.3
12/5/2012	Review Quarterly Application for Compensation of Bilzin Sumberg Baena Price & Axelrod LLP, Inc., Counsel to the Official Committee of Asbestos Property Damage Claimants, for the 46th Quarterly Period	0.3
12/5/2012	Review Monthly Fee Application of Local Counsel to the Property Damage Committee	0.1
12/5/2012	Review Miscellaneous pleadings received today	0.2
12/6/2012	Review Certificates of No Objection re monthly fee applications of counsels to the Canadian ZAI Claimants	0.1
12/6/2012	Review Miscellaneous pleadings received today	0.1
12/6/2012	Review Third Circuit appearance form of Danielle Spinelli on behalf of Amicus Curiae Loan Syndications and Trading Association; Managed Funds Association	0.1
12/6/2012	Review Third Circuit appearance form of Shivaprasad Nagaraj on behalf of Amicus Curiae Loan Syndications and Trading Association; Managed Funds Association	0.1
12/6/2012	Review Debtors 45th Quarterly Report of Settlements	0.1
12/6/2012	Review Debtors 45th Quarterly Report of De Minimus Asset Sales	0.1
12/6/2012	Review Notice from Third Circuit re receipt of Garlock brief	0.1
12/6/2012	Review Third Circuit brief filed by Amicus Curiae	1.0
12/7/2012	Review Miscellaneous pleadings received today	0.1
12/7/2012	Review Notice from Third Circuit re receipt of Amicus brief	0.1
12/7/2012	Email to client re amicus brief	0.1

12/7/2012	Review Fee Auditors' Report re Baker Donelson for the 44th and 45th Quarters	0.2
12/10/2012	Review Miscellaneous pleadings received today	0.1
12/10/2012	Review proposed Fee chart from Debtor re 45th Quarter	0.2
12/10/2012	Review Certification of Counsel re proposed order on the fee applications for the 45th Quarter	0.2
12/10/2012	Review Certification of Counsel re 45th Quarter project categories	0.3
12/10/2012	Review Anderson Memorial Hospital's supplemental Certificates of Service re briefs in 12-2923 and 12-3143	0.1
12/11/2012	Review Miscellaneous pleadings received today	0.1
12/11/2012	Emails re Washington State University PD claim	0.1
12/11/2012	Review Agenda for December Omnibus hearing and email to client re same	0.2
12/11/2012	Review Order approving motion to enter cash-settled collar agreement with PI Trust	0.2
12/11/2012	Review Order approving motion to authorized a Qualified Settlement Fund	0.2
12/11/2012	Review Order approving the 45th Quarterly Fee Applications	0.2
12/11/2012	Review Opening Brief of Anderson Memorial Hospital in Third Circuit	2.0
12/12/2012	Email from clerk re corrections to filings, and preparation and filing of notice of withdrawal and corrected notice	0.4
12/12/2012	Review Miscellaneous pleadings received today	0.1
12/12/2012	Research for Appellee's brief in Third Circuit	1.0
12/12/2012	Email to counsel for PI FCR re Third Circuit brief	0.1
12/12/2012	Review Amend Agenda for December Omnibus hearing	0.1
12/12/2012	Email to J. Donley re briefing extension	0.1
12/12/2012	Email to client re cancellation of December Omnibus hearing	0.1

12/12/2012	Email from J. Donley re briefing extension	0.1
12/13/2012	Review Notice from Third Circuit re AMH brief	0.1
12/13/2012	Review and revise draft motion for brief extension in Third Circuit and email to J. Donley re same	0.4
12/13/2012	Review Miscellaneous pleadings received today	0.1
12/13/2012	Research for Appellee's brief in Third Circuit	1.2
12/13/2012	Telephone conference with J. Donley re appeal issues	0.1
12/14/2012	Review Miscellaneous pleadings received today	0.1
12/14/2012	Review notice of briefing extension from Third Circuit	0.1
12/14/2012	Research for Appellee's brief in Third Circuit	2.5
12/14/2012	Review Notice of Deficiency re AMH brief received from Third Circuit	0.1
12/15/2012	Review Miscellaneous pleadings received today	0.1
12/17/2012	Review Order from Third Circuit re deficiencies in AMH hard-copy briefs	0.1
12/17/2012	Review Miscellaneous pleadings received today	0.1
12/17/2012	Review supplemental certificates of AMH filed in Third Circuit	0.1
12/17/2012	Review Clerk's notices re AMH re-filings	0.1
12/17/2012	Research for Appellee's brief in Third Circuit	2.0
12/17/2012	Attention to filing corrected version of Judge Sanders' 16th Quarterly Fee Application and Notice	0.2
12/17/2012	Attention to drafting and filing CNO for monthly fee application	0.2
12/18/2012	Review Notice from Third Circuit re receipt of Anderson Memorial brief addendum	0.1
12/18/2012	Review Monthly Fee Application of Special counsel to the Canadian ZAI claimants	0.3

12/19/2012	Review Miscellaneous pleadings received today	0.1
12/19/2012	Review Notice from Third Circuit re receipt of Anderson Memorial appendix and brief	0.1
12/19/2012	Review Addendum to opening brief of Anderson Memorial Hospital	0.2
12/19/2012	Continue research for Appellee's brief in Third Circuit	2.7
12/19/2012	Review PD Trustee's withdrawal of motion to dissolve the USM PD Trust	0.1
12/19/2012	Draft, file and serve CNO for PD FCR Local Counsel quarterly fee application	0.2
12/20/2012	Review Miscellaneous pleadings received today	0.2
12/20/2012	Review Debtors' Motion for an Order Authorizing Third Amendment to Post-Petition Letter of Credit Facility Agreement	0.3
12/21/2012	Review Miscellaneous pleadings received today	0.1
12/24/2012	Prepare, file and serve CNO for monthly fee application	0.2
12/26/2012	Emails to and from PI FCR counsel re appeal briefs	0.1
12/26/2012	Review Miscellaneous pleadings received today	0.1
12/27/2012	Review Notice from Third Circuit re compliance of Anderson Memorial Hospital addendum	0.1
12/27/2012	Review Miscellaneous pleadings received today	0.1
12/27/2012	Review Notice from Third Circuit re compliance of Anderson Memorial Hospital briefs	0.1
12/27/2012	Review Order resetting January 2013 Omnibus hearing	0.1
12/28/2012	Review Miscellaneous pleadings received today	0.2
12/28/2012	Continue research for Appellee's brief in Third Circuit	2.0
12/29/2012	Continue research for Appellee's brief in Third Circuit	1.5

12/31/2012	Review Certificates of No Objection re quarterly fee applications of counsels to the Canadian ZAI Claimants	0.1
12/31/2012	Review Miscellaneous pleadings received today	0.2
12/31/2012	Continue research for Appellee's brief in Third Circuit; Begin drafting appeal brief to Third Circuit	3.0
12/31/2012	Review Deposition notice in USM re Termination of PD Trust and emails with Dee Hilton re same	0.2

Total: 31.6 hours @ \$700/hour = \$22,120.00

Expenses: Westlaw – \$317.78
Copies – \$21.50 [215 copies @ 10¢ per copy]

Total Expenses: \$339.28

Total Fees and Expenses Due: \$22,459.28